

UG & E ILLINOIS INC.

ATTACHMENT 4

LICENSE TO DO BUSINESS IN THE STATE OF ILLINOIS



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

JANUARY 18, 2008

6591-621-5

CORP-LINK SERVICES, INC.
118 W EDWARDS ST STE 200
SPRINGFIELD, IL 62704

RE UG & E ILLINOIS INC.

DEAR SIR OR MADAM:

IT IS OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. FEES IN THIS CONNECTION HAVE BEEN RECEIVED AND CREDITED.

THIS DOCUMENT MUST BE RECORDED IN THE OFFICE OF THE RECORDER OF THE COUNTY IN ILLINOIS IN WHICH THE REGISTERED OFFICE OF THE CORPORATION IS LOCATED, AS PROVIDED BY SECTION 1.10 OF THE BUSINESS CORPORATION ACT OF THIS STATE. FOR FURTHER INFORMATION CONTACT YOUR RECORDER OF DEEDS.

THE CORPORATION MUST FILE AN ANNUAL REPORT AND PAY FRANCHISE TAXES PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH (MONTH OF QUALIFICATION) NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH.

SECURITIES CANNOT BE ISSUED OR SOLD EXCEPT IN COMPLIANCE WITH THE ILLINOIS SECURITIES LAW OF 1953, 815 ILLINOIS COMPILED STATUTES, 5/1 ET SEQ. FOR FURTHER INFORMATION, CONTACT THE OFFICE OF THE SECRETARY OF STATE, SECURITIES DEPARTMENT AT (217) 782-2256 OR (312) 793-3384.

SINCERELY YOURS,

JESSE WHITE
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
TELEPHONE (217) 782-6961

JW:CD

FORM BCA 13.15 (rev. Dec. 2003)
APPLICATION FOR AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS
Business Corporation Act

FILED

JAN 18 2008

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1834
www.cyberdriveillinois.com

**JESSE WHITE
SECRETARY OF STATE**

Remit payment in the form of a cashier's
check, certified check, money order
or an Illinois attorney's or CPA's check
payable to the Secretary of State.
SEE NOTE 1 CONCERNING PAYMENT!

65916215
File #

Filing Fee \$ 150.00 Franchise Tax \$ 25.00 Penalty/Interest \$ — Total \$ 175.00 Approved: BP

Submit in duplicate Type or Print clearly in black ink Do not write above this line

1. (a) CORPORATE NAME: UG & E ILLINOIS INC.

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: _____

(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. State or Country of Incorporation DE Date of Incorporation 10/02/07 Period of Duration PERPETUAL

3. (a) Address of the principal office, wherever located: Suite 1600, 25 Sheppard Avenue West
Toronto, Ontario, Canada M2N 6S6
(b) Address of principal office in Illinois: None
(If none, so state)

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent: MS REGISTERED AGENT SERVICES INC.

First Name	Middle Initial	Last name
Registered Office: <u>191 N WACKER DRIVE, SUITE 1800</u>		
<u>CHICAGO</u>	<u>60606</u>	<u>COOK</u>
City	ZIP Code	County

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)

6. Name and addresses of officers and directors: (If more than 3 directors and/or additional officers, attach list.)

Name	No. & Street	City	State	ZIP
President	Mark Silver	1600, 25 Sheppard Avenue West	Toronto, ON, Canada	M2N 6S6
Secretary	Michael N. Silver	1600, 25 Sheppard Avenue West	Toronto, ON, Canada	M2N 6S6
Director	Gary Drummond	1600, 25 Sheppard Avenue West	Toronto, ON, Canada	M2N 6S6
Director	Nino Silvestri	1600, 25 Sheppard Avenue West	Toronto, ON, Canada	M2N 6S6
Director	John Wack	363 North Sam Houston Parkway East	Suite 1100 Houston, Texas	77060

7. The purpose or purposes for which it was organized which it proposes to pursue in the transaction of business in this state: (If not sufficient space to cover this point, add one or more sheets of this size)

TO ENGAGE IN ANY LAWFUL ACTIVITIES FOR WHICH CORPORATIONS* ARE PERMITTED
UNDER THE ILLINOIS ^{Business} CORPORATION ACT, INCLUDING, BUT NOT LIMITED TO, MARKET
ELECTRICITY AND NATURAL GAS.

*maybe organized under the General Corporation Law of DE and

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
COMMON		NPV	1500	1500

(If more, attach list)

9. Paid-in Capital: \$ 1000.00
("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

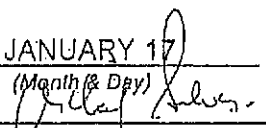
10. (a) Give an estimate of the total value of all the property* of the corporation for the following year: \$ 1000.00
(b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois: \$ 1000.00
(c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 1000.00
(d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 1000.00

11. Interrogatories: (important - this section must be completed.)

- (a) Is the corporation transacting business in this state at this time? NO
(b) If the answer to item 11(a) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this application to be signed by a duly authorized officer, who affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in BLACK INK.)

Dated JANUARY 17, 2008
(Month & Day) (Year)

(Any Authorized Officer's Signature)
Michael N. Silver, Secretary
(Print Name and Title)

UG & E ILLINOIS INC.
(Exact Name of Corporation)

- PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

Note 1: Payment in connection with this application must be in the form of a certified check, cashier's check, Illinois attorney or CPA's check or money order made payable to the "Secretary of State". The minimum fee due upon qualification is \$175. Any additional fees will be billed and must be paid before this application can be filed.



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

JANUARY 22, 2008

6591-621-5

CORP-LINK SERVICES, INC.
118 W EDWARDS ST STE 200
SPRINGFIELD, IL 62704

RE UG & E ILLINOIS INC.

DEAR SIR OR MADAM:

APPLICATION TO ADOPT AN ASSUMED NAME HAS BEEN PLACED ON FILE AND THE CORPORATION CREDITED WITH THE REQUIRED FEE.

THE DUPLICATE COPY IS ENCLOSED.

SINCERELY,

A handwritten signature in cursive script that reads "Jesse White".

JESSE WHITE
SECRETARY OF STATE
DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
TELEPHONE (217) 782-6961

JW:CD

Form **BCA-4.15/4.20**

(Rev. Jan. 2003)

Secretary of State
Department of Business Services
Springfield, IL 62756
217-782-9520
www.cyberdriveillinois.com

Remit payment in the form of a
check or money order, payable to
Secretary of State.

Application to Adopt,
Change or Cancel an
Assumed Corporate Name

FILED**JAN 22 2008**

JESSE WHITE
SECRETARY OF STATE

File #: 6591-621-5

DO NOT SEND CASH

This space for use by
Secretary of State.Date: 1-22-08Filing Fee: \$ 60.00
(See Note Below)Approved: JH

1. Corporate Name: UG & E ILLINOIS INC.
2. State or Country of Incorporation: DELAWARE
3. Date Incorporated (if an Illinois corporation) or Date Authorized to Transact Business in Illinois (if a foreign corporation):
JANUARY 18, 2008
Month & Day Year

Complete No. 4 and No. 5 if adopting or changing an assumed corporate name.

4. Corporation intends to adopt and to transact business under the assumed corporate name of:
UG & E ILLINOIS
5. The right to use the assumed corporate name shall be effective from the date this application is filed by the Secretary of State until JANUARY 1, 2010, the first day of the corporation's anniversary
Month & Day Year
month in the next year evenly divisible by five.

Complete No. 6 if changing or cancelling an assumed corporate name.

6. Corporation intends to cease transacting business under the assumed corporate name of:
7. The undersigned corporation has caused this statement to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true and correct.

Dated JANUARY 21

Month & Day

, 2008

Year

UG & E ILLINOIS INC.

Exact Name of Corporation

Any Authorized Officer's Signature

MICHAEL N. SILVER, SECRETARY

Name and Title (type or print)

NOTE: The filing fee to adopt an assumed corporate name is \$150 if the current year ends with a 0 or 5; \$120 if the current year ends with a 1 or 6; \$90 if the current year ends with a 2 or 7; \$60 if the current year ends with a 3 or 8; or \$30 if the current year ends with a 4 or 9.

The fee for cancelling an assumed corporate name is \$5.

The fee to change an assumed name is \$25.

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:42 PM 10/02/2007
FILED 02:27 PM 10/02/2007
SRV 071075678 - 4433180 FILE

CERTIFICATE OF INCORPORATION
of
UG & E Illinois Inc.

FIRST: The name of this corporation is: UG & E Illinois Inc.

SECOND: The address of its registered office in the State of Delaware and the name of its registered agent is Agents and Corporations, Inc., 1201 Orange Street, Suite 600, Wilmington, New Castle County, Delaware 19801.

THIRD: The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares which the corporation is authorized to issue is 1,500 shares of no par common voting stock.

FIFTH: The name and mailing address of the incorporator is: John L. Williams, 1201 Orange Street, Suite 600, Wilmington, Delaware 19801.

SIXTH: The corporation is to have perpetual existence.

SEVENTH: The directors shall have concurrent power with the stockholders to make, alter, amend, change, add to or repeal the By-Laws of the corporation.

EIGHTH: No director shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law, (i) for breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of Delaware; or (iv) for any transaction from which the director derived and improper personal benefit. This Article Eighth shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date when this Article Eighth became effective.

I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this Certificate, hereby declaring and certifying that this is my act and deed, and the facts therein stated are true and, accordingly, I have hereunto set my hand and seal this 2nd day of October, 2007.


John L. Williams
Incorporator